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TELEPHONE 566-1818

May 19, 1988

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JOHN A. McCANN
1891-1972

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1 5644/C
RECORDATION NO. _____ FILED 1485

MAY 19 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is one (1) executed copy one true and correct copy of a Bill of Sale dated as of May 3, 1988.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
HT	100 ton, 3418 cubic foot, triple pocket, open top hopper cars. Remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988	70	CN 328501 - 328520 (inclusive) TWRY 10001 - 10003 (inclusive) TWRY 10078 - 10124 (inclusive)

The names and addresses of the parties to the enclosed document are:

BUYER: Helm Financial Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016


A fee of \$ 13 - is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Bethlehem Steel Corporation to Helm Financial Corporation dated as of May ____, 1988 covering remanufactured railroad cars, numbered CN 328501 - 328520 (inclusive) TWRY 10001 - 10003 (inclusive) TWRY 10078 - 10124 (inclusive).

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By 

Enclosure

10LT9/3

BILL OF SALE

MAY 19 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that BETHLEHEM STEEL CORPORATION (hereinafter referred to as "Seller"), for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration paid to it by HELM FINANCIAL CORPORATION (hereinafter referred to as "Buyer"), has granted, bargained, sold, conveyed, transferred, assigned and delivered, and by these presents does grant, bargain, sell, convey, transfer, assign and deliver unto Buyer, its successors and assigns, all of its right, title and interest in certain machinery, equipment and other personal property (herein called "the Equipment"), which is described in Schedule "A" annexed hereto and made a part hereof.

TO HAVE AND TO HOLD all and singular the Equipment by these presents bargained, sold and confirmed unto the Buyer, its successors and assigns, forever.

AND, Seller, for itself, its successors and assigns, does hereby covenant with Buyer that, at the time of delivery of Equipment to the Buyer, the Seller had legal title to the Equipment and the Seller's title to the Equipment was free and clear of all liens, claims and encumbrances of any nature whatsoever.

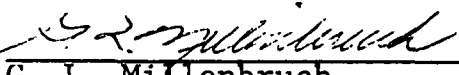
EXCEPT AS OTHERWISE SPECIFICALLY AGREED IN WRITING BY SELLER, THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by an authorized officer as of this 18th day of May, 1988.

ATTEST:

BETHLEHEM STEEL CORPORATION


R. G. Masters
Assistant Secretary

By 
G. L. Millenbruch
Senior Vice President

(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 18th day of May, 1988, before me, personally appeared G. L. Millenbruch, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires
July 17, 1990
City of Bethlehem
Lehigh County

SCHEDULE A
TO
BILL OF SALE DATED MAY 18, 1988
FROM
BETHLEHEM STEEL CORPORATION
TO
HELM FINANCIAL CORPORATION

<u>Type</u>	<u>Quantity</u>	<u>Reporting Marks and Numbers</u>
Rebuilt 100-Ton Triple Hopper Cars	70	See Attached List

CLAW.SJS23.C064

HELM FINANCIAL CORPORATION - BSC ORDER 3401-425

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MAY 18, 1988 REVISED LIST OF
CARS FOR MAY 19, 1988 CLOSINGAttachment to Schedule A to
Bill of Sale dated May 18,
1988, from Bethlehem Steel
Corporation to Helm Financial
Corporation

NEW REPORTING MARK #	NEW CAR NUMB.	REPORTING MARK	OLD ROAD NUMBER
=====	=====	=====	=====
CN	328501	CO	87587
CN	328502	CO	87336
CN	328503	CO	87598
CN	328504	CO	87712
CN	328505	CO	87877
CN	328506	CO	87011
CN	328507	CO	87051
CN	328508	CO	87620
CN	328509	CO	87994
CN	328510	CO	87584
CN	328511	CO	87900
CN	328512	CO	87442
CN	328513	CO	87891
CN	328514	CO	87273
CN	328515	CO	87391
CN	328516	CO	87649
CN	328517	CO	87880
CN	328518	CO	87245
CN	328519	CO	87914
CN	328520	CO	87703

HELM FINANCIAL CORPORATION - BSC ORDER 3401-425

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NEW REPORTING MARK #	NEW CAR NUMB.	REPORTING MARK	OLD ROAD NUMBER
=====	=====	=====	=====
TWRY	10001	CO	87717
TWRY	10002	CO	87558
TWRY	10003	CO	87392
TWRY	10078	CO	87009
TWRY	10079	CO	87777
TWRY	10080	CO	87965
TWRY	10081	CO	87464
TWRY	10082	CO	87689
TWRY	10083	CO	87229
TWRY	10084	CO	87116
TWRY	10085	CO	87666
TWRY	10086	CO	87243
TWRY	10087	CO	87720
TWRY	10088	CO	87655
TWRY	10089	CO	87930
TWRY	10090	CO	87055
TWRY	10091	CO	87993
TWRY	10092	CO	87335
TWRY	10093	CO	87696
TWRY	10094	CO	87520
TWRY	10095	CO	87349
TWRY	10096	CO	87642
TWRY	10097	CO	87202
TWRY	10098	CO	87145
TWRY	10099	CO	87546
TWRY	10100	CO	87713
TWRY	10101	CO	87698
TWRY	10102	CO	87056
TWRY	10103	CO	87034
TWRY	10104	CO	87963
TWRY	10105	CO	87460
TWRY	10106	CO	87519
TWRY	10107	CO	87164
TWRY	10108	CO	87860
TWRY	10109	CO	87074
TWRY	10110	CO	87942
TWRY	10111	CO	87837
TWRY	10112	CO	87772
TWRY	10113	CO	87817
TWRY	10114	CO	87446
TWRY	10115	CO	87736
TWRY	10116	CO	87688
TWRY	10117	CO	87518
TWRY	10118	CO	87910
TWRY	10119	CO	87750
TWRY	10120	CO	87078
TWRY	10121	CO	87541
TWRY	10122	CO	87209
TWRY	10123	CO	87418
TWRY	10124	CO	87089

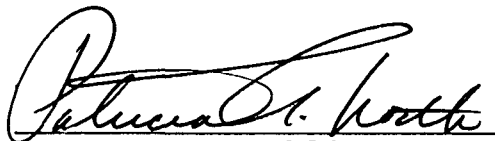
A F F I D A V I T

CITY OF WASHINGTON)
) ss
DISTRICT OF COLUMBIA)

On this 19th day of May, 1988, before me personally appeared Mark P. Tellini, to me personally known who, being by me duly sworn, says that he is a Legal Assistant for Sidley & Austin, that the foregoing document is a copy of a Bill of Sale between Bethlehem Steel Corporation and Helm Financial Corporation, and that he has compared this copy with said original and has found the copy to be complete and identical in all respects to the original document.



Mark P. Tellini



Notary Public

My commission expires: *May 14, 1990*